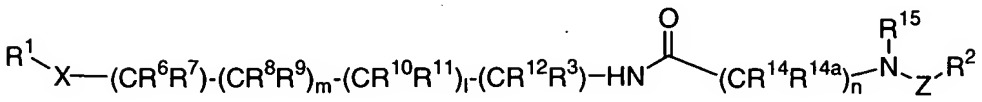
AMENDMENTS TO THE CLAIMS

1. (CURRENTLY AMENDED) A compound of Formula (I)



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, $-SO_2-$, and $-SO_2NH-$;

X is selected from $-NR^{17}-$, -O-, and $-CHR^{16}NR^{17}-$;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^4;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^5;

R^3 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

with the proviso that R^3 is not H if R^6 is H;

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C_{2-6} alkyl

substituted with 0-3 R^{3e}, C_{3-8} alkenyl substituted with 0-3 R^{3e}, C_{3-8} alkynyl substituted with 0-3 R^{3e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e}, C_{2-8} alkenyl substituted with 0-3 R^{3e}, C_{2-8} alkynyl substituted with 0-3 R^{3e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-6} alkenyl substituted with 0-3 R^{3e}, C_{3-6} alkynyl substituted with 0-3 R^{3e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

AMENDMENTS TO THE CLAIMS

R^{3e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CHR)_rC(O)NR^{3a}R^{3a}$, and $(CHR)_rC(O)OR^{3d}$, and $(CH_2)_r$phenyl substituted with R^{3e};

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)(CR'R')_rR^{4b}$, $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$, $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl

substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

alternatively, two R^4 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{4e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{4e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{4g} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^5, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)(CR'R')_rR^{5b}$, $CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}$, $(CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2(CR'R')_rR^{5b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{5e};

AMENDMENTS TO THE CLAIMS

alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)SO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

alternatively, R^6 and R^7 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

AMENDMENTS TO THE CLAIMS

R^{6a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-8} alkenyl substituted with 0-3 R^{6e}, C_{3-8} alkynyl substituted with 0-3 R^{6e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e}, C_{2-8} alkenyl substituted with 0-3 R^{6e}, C_{2-8} alkynyl substituted with 0-3 R^{6e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-6} alkenyl substituted with 0-3 R^{6e}, C_{3-6} alkynyl substituted with 0-3 R^{6e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$,

AMENDMENTS TO THE CLAIMS

$(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$, $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$, $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e};

R^7, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$, $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$, $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-8} alkenyl substituted with 0-3 R^{7e}, C_{3-8} alkynyl substituted with 0-3 R^{7e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, C_{2-8} alkenyl substituted with 0-3 R^{7e}, C_{2-8} alkynyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-6} alkenyl substituted with 0-3 R^{7e}, C_{3-6} alkynyl substituted with 0-3 R^{7e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

AMENDMENTS TO THE CLAIMS

R^8 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(O)_pR^{8d}$, $(CRR)_rC(O)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(O)OR^{8d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

alternatively, R^8 and R^9 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{8g}, a 5-6 ~~memebered~~ membered ring lactam substituted with 0-2 R^{8g}, or a 5-6 membered ring lactone substituted with 0-2 R^{8g};

R^{8a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-8} alkenyl substituted with 0-3 R^{8e}, C_{3-8} alkynyl substituted with 0-3 R^{8e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{8e}, C_{2-8} alkenyl substituted with 0-3 R^{8e}, C_{2-8} alkynyl substituted with 0-3 R^{8e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{8e}, and a $(CH_2)_r$-5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-6} alkenyl substituted with 0-3 R^{8e}, C_{3-6} alkynyl substituted with 0-3 R^{8e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_r$phenyl;

R^{8f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e};

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$,

$(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-8} alkenyl substituted with 0-3 R^{9e}, C_{3-8} alkynyl substituted with 0-3 R^{9e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e}, C_{2-8} alkenyl substituted with 0-3 R^{9e}, C_{2-8} alkynyl substituted with 0-3 R^{9e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-6} alkenyl substituted with 0-3 R^{9e}, C_{3-6} alkynyl substituted with 0-3 R^{9e}, a C_{3-10}

carbocyclic residue substituted with 0-3 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;

R^{9f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

alternatively, R^{10} and R^{11} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{10g}, a 5-6 membered ring lactam substituted with 0-2 R^{10g}, or a 5-6 membered ring lactone substituted with 0-2 R^{10g};

AMENDMENTS TO THE CLAIMS

R^{10a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-8} alkenyl substituted with 0-3 R^{10e}, C_{3-8} alkynyl substituted with 0-3 R^{10e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e}, C_{2-8} alkenyl substituted with 0-3 R^{10e}, C_{2-8} alkynyl substituted with 0-3 R^{10e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-6} alkenyl substituted with 0-3 R^{10e}, C_{3-6} alkynyl substituted with 0-3 R^{10e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}

cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$phenyl;

R^{10f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$, $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$, $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e};

R^{11}, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-8} alkenyl substituted with 0-3 R^{11e}, C_{3-8} alkynyl substituted with 0-3 R^{11e}, $(CH_2)_rC_{3-6}$

cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e}, C_{2-8} alkenyl substituted with 0-3 R^{11e}, C_{2-8} alkynyl substituted with 0-3 R^{11e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-6} alkenyl substituted with 0-3 R^{11e}, C_{3-6} alkynyl substituted with 0-3 R^{11e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

AMENDMENTS TO THE CLAIMS

R^{11f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$, $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$, $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-8} alkenyl substituted with 0-3 R^{12e}, C_{3-8} alkynyl substituted with 0-3 R^{12e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e}, C_{2-8} alkenyl substituted with 0-3 R^{12e}, C_{2-8} alkynyl substituted with 0-3 R^{12e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system

AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-6} alkenyl substituted with 0-3 R^{12e}, C_{3-6} alkynyl substituted with 0-3 R^{12e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{14} and R^{14a} are ~~independently selected from~~ H, ~~and C_{1-4}alkyl substituted with 0-1 R^{14b},~~

~~alternatively, R^{14} and R^{14a} can join to form a C_{3-6} cycloalkyl;~~

~~R^{14b}, at each occurrence, is independently selected from –OH, –SH, $-NR^{14c}R^{14c}$, $-C(O)NR^{14c}R^{14c}$, $-NHC(O)R^{14c}$ and phenyl;~~

AMENDMENTS TO THE CLAIMS

~~R^{14c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;~~

~~R^{15} is selected from H, C_{1-4} alkyl, and C_{3-6} cycloalkyl;~~

R^{15} is H;

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a}, and C_{3-6} cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

n is ~~selected from~~ 1 ~~and 2~~;

l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4; and

r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

AMENDMENTS TO THE CLAIMS

2. (CURRENTLY AMENDED) A compound of claim 1, wherein

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, $-SO_2-$, and $-SO_2NH-$;

X is selected from $-NR^{17}-$, -O-, and $-CHR^{16}NR^{17}-$;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^4;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-8} alkenyl substituted with 0-3 R^{3e}, C_{3-8} alkynyl substituted with 0-3 R^{3e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and

a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e}, C_{2-8} alkenyl substituted with 0-3 R^{3e}, C_{2-8} alkynyl substituted with 0-3 R^{3e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-6} alkenyl substituted with 0-3 R^{3e}, C_{3-6} alkynyl substituted with 0-3 R^{3e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CHR)_rC(O)NR^{3a}R^{3a}$, and $(CHR)_rC(O)OR^{3d}$, and $(CH_2)_r$phenyl substituted with R^{3e};

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)(CR'R')_rR^{4b}$, $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$, $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

alternatively, two R^4 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{4e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{4e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{4g} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^5, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)(CR'R')_rR^{5b}$, $CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}$, $(CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2(CR'R')_rR^{5b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{5e};

alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)SO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

alternatively, R^6 and R^7 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

R^{6a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-8} alkenyl substituted with 0-3 R^{6e}, C_{3-8} alkynyl substituted with 0-3 R^{6e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e}, C_{2-8} alkenyl substituted with 0-3 R^{6e}, C_{2-8} alkynyl substituted with 0-3 R^{6e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-6} alkenyl substituted with 0-3 R^{6e}, C_{3-6} alkynyl substituted with 0-3 R^{6e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$, $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$, $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e};

R^7, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$, $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$, $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e},

C_{3-8} alkenyl substituted with 0-3 R^{7e}, C_{3-8} alkynyl substituted with 0-3 R^{7e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, C_{2-8} alkenyl substituted with 0-3 R^{7e}, C_{2-8} alkynyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-6} alkenyl substituted with 0-3 R^{7e}, C_{3-6} alkynyl substituted with 0-3 R^{7e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

AMENDMENTS TO THE CLAIMS

R^{7f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(O)_pR^{8d}$, $(CRR)_rC(O)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(O)OR^{8d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

alternatively, R^8 and R^9 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{8g}, a 5-6 ~~memebered~~ membered ring lactam substituted with 0-2 R^{8g}, or a 5-6 membered ring lactone substituted with 0-2 R^{8g};

R^{8a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-8} alkenyl substituted with 0-3 R^{8e}, C_{3-8} alkynyl substituted with 0-3 R^{8e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{8e}, C_{2-8} alkenyl

substituted with 0-3 R^{8e}, C_{2-8} alkynyl substituted with 0-3 R^{8e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-6} alkenyl substituted with 0-3 R^{8e}, C_{3-6} alkynyl substituted with 0-3 R^{8e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_r$phenyl;

R^{8f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e};

AMENDMENTS TO THE CLAIMS

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-8} alkenyl substituted with 0-3 R^{9e}, C_{3-8} alkynyl substituted with 0-3 R^{9e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e}, C_{2-8} alkenyl substituted with 0-3 R^{9e}, C_{2-8} alkynyl substituted with 0-3 R^{9e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-6} alkenyl substituted with 0-3 R^{9e}, C_{3-6} alkynyl substituted with 0-3 R^{9e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;

R^{9f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

alternatively, R^{10} and R^{11} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{10g}, a 5-6 membered ring lactam substituted with 0-2 R^{10g}, or a 5-6 membered ring lactone substituted with 0-2 R^{10g};

R^{10a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-8} alkenyl substituted with 0-3 R^{10e}, C_{3-8} alkynyl substituted with 0-3 R^{10e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e}, C_{2-8} alkenyl substituted with 0-3 R^{10e}, C_{2-8} alkynyl substituted with 0-3 R^{10e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-6} alkenyl substituted with 0-3 R^{10e}, C_{3-6} alkynyl substituted with 0-3 R^{10e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e}, and

a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$phenyl;

R^{10f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$, $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$, $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e};

R^{11}, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-8} alkenyl substituted with 0-3 R^{11e}, C_{3-8} alkynyl substituted with 0-3 R^{11e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e}, C_{2-8} alkenyl substituted with 0-3 R^{11e}, C_{2-8} alkynyl substituted with 0-3 R^{11e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-6} alkenyl substituted with 0-3 R^{11e}, C_{3-6} alkynyl substituted with 0-3 R^{11e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

AMENDMENTS TO THE CLAIMS

R^{11e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$, $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$, $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-8} alkenyl substituted with 0-3 R^{12e}, C_{3-8} alkynyl substituted with 0-3 R^{12e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

AMENDMENTS TO THE CLAIMS

R^{12b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e}, C_{2-8} alkenyl substituted with 0-3 R^{12e}, C_{2-8} alkynyl substituted with 0-3 R^{12e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-6} alkenyl substituted with 0-3 R^{12e}, C_{3-6} alkynyl substituted with 0-3 R^{12e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{14} and R^{14a} are ~~independently selected from~~ H, ~~and C_{1-4}alkyl substituted with 0-1 R^{14b},~~

AMENDMENTS TO THE CLAIMS

alternatively, R^{14} and R^{14a} can join to form a C_{3-6} cycloalkyl;

~~R^{14b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{14c}R^{14c}$, $-C(O)NR^{14c}R^{14c}$, $-NHC(O)R^{14c}$ and phenyl;~~

~~R^{14c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;~~

~~R^{15} is selected from H, C_{1-4} alkyl, and C_{3-6} cycloalkyl;~~

R^{15} is H;

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a}, and C_{3-6} cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

n is ~~selected from~~ 1 ~~and 2~~;

l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4; and

r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

3. (CANCELED)

4. (ORIGINAL) The compound of claim 3, wherein:

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C_{3-4} cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$; and

R^{17} is selected from H, methyl, ethyl, propyl, and i-propyl.

5. (ORIGINAL) The compound of claim 4, wherein:

R^9 and R^{11} are H; and

AMENDMENTS TO THE CLAIMS

R^8 and R^{10} are independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

6. (PREVIOUSLY AMENDED) The compound of claim 5, wherein:

R^3 is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^6 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$,

$(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)_qSO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{6-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R^{6e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^7 is H;

R^{12} is selected from H, methyl, ethyl, and propyl;

7. (PREVIOUSLY AMENDED) The compound of claim 6, wherein:

R^1 is selected from phenyl substituted with 0-3 R^4;

R^2 is selected from phenyl substituted with 0-3 R^5.

8. (PREVIOUSLY AMENDED) The compound of claim 7, wherein:

AMENDMENTS TO THE CLAIMS

X is $CHR^{16}R^{17}$;

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rSR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)R^{4b}$, $(CR'R')_rC(O)OR^{4d}$, $(CR'R')_rOC(O)R^{4b}$, $(CR'R')_rNR^{4f}C(O)OR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rS(O)_pR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}S(O)_2R^{4b}$, $(CR'R')_rNR^{4f}S(O)_2$ $NR^{4a}R^{4a}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

alternatively, two R^4 on adjacent atoms join to form $-O-(CH_2)-O-$;

R^{4a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is

selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{4d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

AMENDMENTS TO THE CLAIMS

R^5, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s- butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$, $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$, $(CR'R')_rNR^{5f}C(O)OR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rS(O)_pR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R'')_rNR^{5f}S(O)_2R^{5b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{5e};

alternatively, two R^5 on adjacent atoms join to form $-O-(CH_2)-O-$;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a

$(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{5d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl; and

R^{5f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

9. (ORIGINAL) The compound of claim 8, wherein:

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3, CF_2CF_3, CF_2H, OCF_3, Cl, Br, I, F, SCF_3, $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl.

10. (PREVIOUSLY AMENDED) A compound of claim 9, wherein:

Z is -C(O)-;

X is $-CHR^{16}NR^{17}-$;

R^1 is selected from phenyl substituted with 0-3 R^4;

R^2 is phenyl substituted with 0-2 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)C(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2)-phenyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH_2CF_3, $C(CH_3)CH_2CH_2OH$, cyclopropyl, 1-

methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3,OCF_3, SCH_3, SO_2CH_3, Cl, F, Br, CN;

alternatively, two R^4 join to form $-O-(CH_2)-O-$;

R^6 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $C(O)OCH_3$, $C(O)NHCH_2CH_3$;

R^7, R^9, and R^{11} are H;

R^8 is H;

R^{10} is selected from H and methyl;

R^{16} is selected from H and methyl;

R^{17} is selected from H and methyl;

m is 0 or 1;

l is 0 or 1

r is 0 or 1; and

q is 1.

11. (WITHDRAWN) The compound of claim 1, wherein

R^3 is H; and

R^6, is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)SO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e}.

12. (WITHDRAWN) The compound of claim 11, wherein

R^{14} and R^{14a} are H;

R^{15} is H;

n is 1;

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C_{3-4} cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{17} is selected from H, methyl, ethyl, propyl, and i-propyl;

R^9 and R^{11} are H; and

R^8 and R^{10} are independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

13. (WITHDRAWN) The compound of claim 12, wherein

X is $CHR^{16}R^{17}$;

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3, CF_2CF_3, CF_2H, OCF_3, Cl, Br, I, F, SCF_3, $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl;

Z is -C(O)-;

R^1 is selected from phenyl substituted with 0-3 R^4, and a 5-10 membered heteroaryl system substituted with 0-2 R^4, wherein the heteroaryl is selected from indolyl, and pyridyl;

R^2 is phenyl substituted with 0-2 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)C(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2)-phenyl;

alternatively, R^3 and R^{12} join to form cyclopropyl, cyclopentyl or cyclohexyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH_2CF_3, $C(CH_3)CH_2CH_2OH$, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

AMENDMENTS TO THE CLAIMS

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3,OCF_3, SCH_3, SO_2CH_3, Cl, F, Br, CN;

alternatively, two R^4 join to form -O-(CH_2)-O-;

R^6 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $C(O)OCH_3$, $C(O)NHCH_2CH_3$;

R^7, R^9, and R^{11} are H;

R^8 is H;

R^{10} is selected from H and methyl;

R^{16} is selected from H and methyl;

R^{17} is selected from H and methyl;

m is 0 or 1;

l is 0 or 1

r is 0 or 1; and

q is 1.

AMENDMENTS TO THE CLAIMS

14. (PREVIOUSLY AMENDED) The compound of claim 1, wherein the compound is selected from:

Methyl (2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*R*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoic acid;

(2*S*)-*N*-Methyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Benzyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Isopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Phenyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*,*N*-Dimethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Methyl,N-methoxy-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2*S*)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

(2*S*)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Ethyl-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2*S*)-3-[[(1*S*/*R*)-1-(4-chlorophenyl)ethyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-3-[[(1*S*/*R*)-1-(2,4-dimethylphenyl)ethyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

AMENDMENTS TO THE CLAIMS

Methyl (2*S*)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

Methyl (2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

(2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

N-[2-[[(1*S*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(1*S*, 2*S*/*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

tert-Butyl (3*R*)-4-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

N-[2-[[(1*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-

[[(4-bromo, 2-methylphenyl)methyl]amino]-propanamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]- 2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(ethylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-

[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-pyrrolidinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-azetidinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(methylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(4-mopholinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1-piperazinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-

(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(*tert*-butyl)amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-[[(1,1-

dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-

[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[(*S*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(difluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethylthio)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(pentafluoroethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(methyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-isopropylamino-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(*tert*-butyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(methylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(isopropoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(isopropylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(cyclohexylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*para*-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[(beta-napthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*meta*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*para*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*ortho*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(*para*-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;

(2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(4-bromophenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-bromo-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methoxyphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methoxy-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,3-dimethyl-4-methoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-cyano-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-ethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2-methyl-4-vinylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-ethyl-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-3-[[(4-isopropylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-butylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-dimethylaminophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-dimethylamino-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methylthiophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methylsulfonylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-3-[[(4-trifluoromethoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(3-amino-4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2-ethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-*N*-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Amyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-[(1-methyl)cycloprop-1-yl]-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclopentyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclohexyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-(β,β,β-Trifluoro)ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-Allyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclopropylmethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

N-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-*N*-Isobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*sec*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*,3*R*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*,3*R*)-*N*-Ethyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

Methyl (2*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

(2*R*)-*N*-Ethyl-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2*S*)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

AMENDMENTS TO THE CLAIMS

(2*S*)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-Ethyl-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-Ethyl-4-[[(2,4-dimethylphenyl)methyl]methylamino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]methylamino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-

AMENDMENTS TO THE CLAIMS

[[(2,4-dimethylphenyl)methyl]methylamino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(4-ethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-4-[[(4-ethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-Ethyl-5-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-pentanamide;

N-[2-[[(1*S*, 2*S*/*R*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]methylamino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[1-[[[(4-chlorophenyl)methyl]amino]methyl]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide; and

(2*S*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl] amino]-2-methyl-propanamide.

15. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

16. (ORIGINAL) A method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

17. (ORIGINAL) A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

18. (ORIGINAL) A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

19. (PREVIOUSLY AMENDED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease,

alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

20. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 19, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

21. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

22. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

23. (PREVIOUSLY AMENDED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. (PREVIOUSLY AMENDED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (PREVIOUSLY AMENDED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (PREVIOUSLY AMENDED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. (PREVIOUSLY AMENDED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

28. (ORIGINAL) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

29. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10, said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

34. (PREVIOUSLY PRESENTED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

35. (PREVIOUSLY PRESENTED) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.